

DELAWARE OTSEGO CORPORATION

1 Railroad Ave.
Cooperstown, New York 13326
Ph. 607 547-2555

WALTER RICH
PRESIDENT AND
CHIEF EXECUTIVE OFFICER

May 30, 1986

6/9/86
Fee \$ 10.00
ICC Washington, D.C.

Interstate Commerce Commission
ATTN: Mildred Lee
Room 2303, Documentation and Recordation
12th & Constitutional Ave. NW
Washington, DC 20423

RECORDATION NO. 14371-A
Filed 1426

JUN 9 1986 -2 15 PM

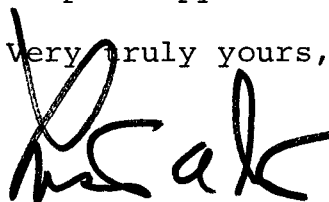
INTERSTATE COMMERCE COMMISSION

RE: Release of Railroad Cars Assigned
Recordation No. 14371 on July 13, 1984

Dear Ms. Lee:

In July, 1984, Home & City Savings Bank filed a General Security Agreement (New York) against certain railroad cars owned by Delaware Otsego Corporation and its subsidiaries. The General Security Agreement (New York) was filed with your office and assigned recordation number 14371. Enclosed please find an original and certified copy of a Release of Collateral. A fee of \$10.00 for recordation is enclosed. Kindly provide me with proof of filing and a time-stamped copy of the Release.

Very truly yours,



Lester A. Sittler
General Counsel

LAS:ksp
Enc.

Interstate Commerce Commission

Washington, D.C. 20423

6/9/86

OFFICE OF THE SECRETARY

Lester A Sittler
General Counsel
Delaware Otsego Corporation
1 Railroad Avenue
Cooperstown, N.Y. 13326

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/9/86 at 2:15pm, and assigned re-recording number(s). 14371-A

Sincerely yours,

Acting *Noreta R. McGee*
Secretary

Enclosure(s)

SE-30
(7/79)

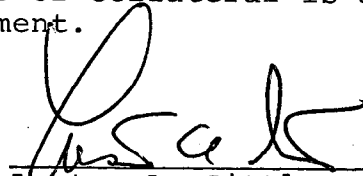
REGISTRATION NO. 14376-A Filed 14.5

JUN 9 1986 -2 15 PM

CERTIFICATION

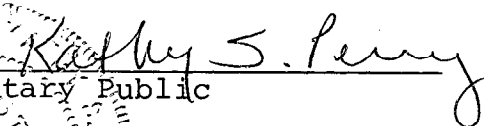
INTERSTATE COMMERCE COMMISSION

I, Lester A. Sittler, Secretary and General Counsel of Delaware Otsego Corporation and its subsidiaries, except NYS&W, for which I am Assistant Secretary and General Counsel, which are the corporations named in the within instrument, do hereby certify that the attached copy of Release of Collateral is a true and exact copy of the original document.



Lester A. Sittler
Secretary and General Counsel

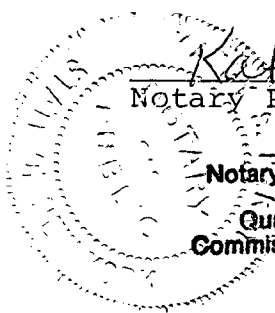
Sworn to before me this
4th day of June, 1986.



Notary Public

KATHY S. PERRY
Notary Public, State of New York
No. 4765617

Qualified in Otsego County
Commission Expires March 30, 194-30-88



RELEASE OF COLLATERAL AND AMENDMENT
TO GENERAL SECURITY AGREEMENT (NEW YORK)

by and between

DELAWARE OTSEGO CORPORATION
DELAWARE OTSEGO EQUIPMENT CORPORATION
COOPERSTOWN AND CHARLOTTE VALLEY RAILWAY CORPORATION
CENTRAL NEW YORK RAILROAD CORPORATION
LACKAWAXEN AND STOURBRIDGE RAILROAD CORPORATION
FONDA, JOHNSTOWN AND GLOVERSVILLE RAILROAD COMPANY
FONFULCO, INC.
THE NEW YORK, SUSQUEHANNA AND WESTERN RAILWAY CORPORATION
SUSQUEHANNA PROPERTIES, INC.

and the

HOME & CITY SAVINGS BANK

Dated:

Record and return to: Lester A. Sittler, General Counsel
Delaware Otsego Corporation
1 Railroad Avenue
Cooperstown, New York 13326

Prepared by: Lester A. Sittler, Esq.

Telephone no.: 607-547-2555

THIS AGREEMENT made the 29th day of April, 1986,
between DELAWARE OTSEGO CORPORATION; DELAWARE OTSEGO
EQUIPMENT CORPORATION; COOPERSTOWN AND CHARLOTTE VALLEY
RAILWAY CORPORATION; CENTRAL NEW YORK RAILROAD CORPORATION;
LACKAWAXEN AND STOURBRIDGE RAILROAD CORPORATION; FONDA,
JOHNSTOWN AND GLOVERSVILLE RAILROAD COMPANY; FONFULCO, INC.;
THE NEW YORK, SUSQUEHANNA AND WESTERN RAILWAY CORPORATION;
and SUSQUEHANNA PROPERTIES, INC. -- all having a place of
business at One Railroad Avenue, Cooperstown, New York (all
herein jointly and severally called the "Mortgagor") and the
HOME & CITY SAVINGS BANK, a banking corporation organized and
existing under the laws of the State of New York, with its
principal bank office at 100 State Street, Albany, New York,
12201 (herein called the "Mortgagee").

W I T N E S S E T H:

WHEREAS, the Mortgagee is the holder of a Note dated
July 12, 1984, in the face amount of \$5,000,000 executed by
the Mortgagor in favor of the Mortgagee, which sum was
disbursed pursuant to the terms of a Term Loan Agreement
(herein "Term Loan Agreement") dated July 12, 1984 between
Mortgagor and Mortgagee; and

WHEREAS, the Mortgagee is also the holder of a General
Security Agreement (New York) dated July 12, 1984, which, as
security for the payment of the aforesaid Note grants to the
Mortgagee a security interest to all the collateral and

security described therein, including the following:

1. NYS&W Road #501--full dome coach with lounge--manufactured in 1955 by Budd Company.
2. NYS&W Road #502--full dome coach--manufactured in 1955 by Budd Company.
3. NYS&W Road #503--full dome coach with lounge--manufactured in 1955 by Budd Company.
4. NYS&W Road #504--full dome coach with lounge--manufactured in 1955 by Budd Company.
5. NYS&W Road #522--full dome coach with lounge--manufactured by Budd Company.
6. NYS&W Road #541--full dome coach with lounge--manufactured by Budd Company.

WHEREAS, the Mortgagor has entered into an agreement with Westour Motorcoaches to sell railroad cars bearing NYS&W road numbers 501, 502, 503, 504, 522 and 541; and

WHEREAS, the Mortgagee by agreement dated even date herewith, has consented to the sale of the aforesaid railroad cars; and

WHEREAS, the Mortgagor and Mortgagee desire to amend the aforesaid General Security Agreement (New York) so as to release the aforementioned railroad cars being transferred to Westour Motorcoaches from the lien in favor of the Mortgagee.

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements, the receipt of which is hereby acknowledged, the Mortgagor and Mortgagee mutually covenant and agree as follows:

A. Mortgagee hereby releases railroad cars bearing NYS&W road numbers 501, 502, 503, 504, 522 and 541 as collateral security for the repayment of the aforesaid note.

B. With the exception of the release of the aforesaid collateral, the provisions of the Note, General Security Agreement (New York), Term Loan Agreement and all other documents executed in connection therewith will remain in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Instrument to be executed by their duly authorized officers as of the day and year first above written.

ATTEST:


Secretary

DELAWARE OTSEGO CORPORATION

By: 

Walter G. Rich, President

ATTEST:



Secretary

DELAWARE OTSEGO EQUIPMENT CORPORATION

By: 

Walter G. Rich, President

ATTEST:

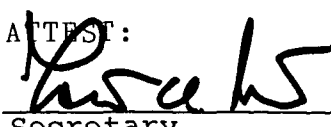

Secretary

COOPERSTOWN AND CHARLOTTE VALLEY RAILWAY CORPORATION

By: 

Walter G. Rich, President

ATTEST:

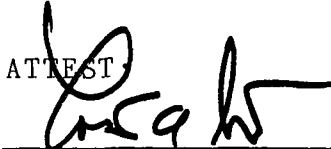

Secretary

CENTRAL NEW YORK RAILROAD CORPORATION

By: 

Walter G. Rich, President

ATTEST:


Secretary

LACKAWAXEN AND STOURBRIDGE RAILROAD CORPORATION

By: 

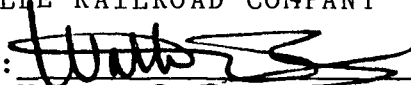
Walter G. Rich, President

ATTEST:

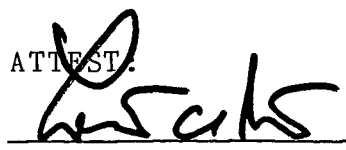

Secretary

FONDA, JOHNSTOWN AND GLOVERS-
VILLE RAILROAD COMPANY

By:

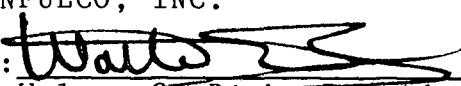

Walter G. Rich, President

ATTEST:



Secretary

FONFULCO, INC.

By:

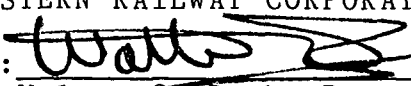

Walter G. Rich, President

ATTEST:


Assistant Secretary

THE NEW YORK, SUSQUEHANNA AND
WESTERN RAILWAY CORPORATION

By:


Walter G. Rich, President

ATTEST:


Secretary

SUSQUEHANNA PROPERTIES, INC.

By:

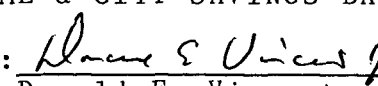

Walter G. Rich, President

ATTEST:


Donald E. Vincent

HOME & CITY SAVINGS BANK

By:


Donald E. Vincent
Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF OTSEGO)

On the 29th day of April, 1986, before me personally came WALTER G. RICH, to me known, who being by me duly sworn, did depose and say that he resides at 122 Main Street, Franklin, New York; that he is President of DELAWARE OTSEGO CORPORATION; DELAWARE OTSEGO EQUIPMENT CORPORATION; COOPERSTOWN AND CHARLOTTE VALLEY RAILWAY CORPORATION; CENTRAL NEW YORK RAILROAD CORPORATION; LACKAWAXEN AND STOURBRIDGE RAILROAD CORPORATION; FONDA, JOHNSTOWN AND GLOVERSVILLE RAILROAD COMPANY; FONFULCO, INC.; THE NEW YORK, SUSQUEHANNA AND WESTERN RAILWAY CORPORATION; and SUSQUEHANNA PROPERTIES, INC.; the corporations described in and which executed the above instrument; and that he signed his name thereto by order of the Board of Directors of said corporations

Laura A. Alley
NOTARY PUBLIC

LAURA A. ALLEY
Notary Public, State of New York
No. 4765613
Qualified in Otsego County
Commission expires Mar. 30, 1988

STATE OF NEW YORK)
) ss.:
COUNTY OF ALBANY)

On the 16th day of April, 1986, before me personally came DONALD E. VINCENT to me known, who being by me duly sworn, did depose and say that he resides at _____
Clifton Park NY, that he is a Vice President of HOME & CITY SAVINGS BANK, the banking corporation described in and which executed the above instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.

Kathleen C. Pennick
NOTARY PUBLIC

KATHLEEN C. PENNICK
Notary Public, State of New York
Qualified in Rensselaer County
Commission Expires August 31, 1988